

February 6, 2013

The Assistant Vice President
National Stock Exchange of India Limited
"Exchange Plaza"
Bandra Kurla Complex
Bandra (East)
Mumbai 400 051

Sub: Resolution to open the qualified institutions placement of equity shares of face value of Rs. 10 each ("Equity Shares") by Cholamandalam Investment and Finance Company Limited (the "Company")

Dear Sirs,

We wish to inform you that subsequent to the approval accorded by the shareholders of the Company under section 81(1A) and other applicable provisions of the Companies Act, 1956, as amended, through postal ballot on February 04, 2013, to issue and allot the Securities for an aggregate amount not exceeding Rs. 3,000 million, to Qualified Institutional Buyers ("QIBs"), the Issue Committee (as empowered by the Board at its meeting held on December 27, 2012) has, decided to make an issuance of the Equity Shares, to QIBs and for this purpose, to open the issue.

We further wish to inform you that the floor price in respect of the aforesaid placement, based on the pricing formula as prescribed under Regulation 85 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, is Rs.279.69 per Equity Share, and the Relevant Date for this purpose, in terms of Regulation 81(c) of the SEBI Regulations, is February 6, 2013.

A certified copy of the resolution made by the Committee deciding to open the proposed issue of Securities under the said placement and adoption of the floor price is enclosed for your information and record.

Thanking you,

Yours truly,

For **Cholamandalam Investment and Finance Company Limited**


P Sujatha
Company Secretary



Encl: Certified copy of the resolution

**CERTIFIED TRUE COPY OF THE RESOLUTIONS DATED 6th FEBRUARY 2013
APPROVED BY THE ISSUE COMMITTEE**

1. Opening of the offering:

RESOLVED THAT pursuant to the powers conferred on the Issue Committee, (“Committee”), by the Board of directors of the Company, (“Board”) in connection with the proposed placement of securities to Qualified Institutional Buyers pursuant to the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, (“Offering”), as approved by the Board pursuant to a resolution passed at their meeting held on 27th December 2012 and as approved by the shareholders of the Company pursuant to a resolution dated 4th February 2013, under Section 81(1A) of the Companies Act, 1956, approval of the Committee be and is hereby accorded for the opening of the Offering on 6th February 2013 for receiving bids in connection with the equity shares offered in the Offering.

2. Adoption of the Floor Price:

RESOLVED THAT the Committee has taken note that the floor price in respect of the Offering, based on the pricing formula as prescribed under Regulation 85 of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, (“Regulations”), is Rs.279.69 per equity share of Rs.10/- each of the Company, (“Equity Shares”), (“Floor Price”) and hereby adopts the Floor Price for the purposes of the Offering and has taken note that the Relevant Date for this purpose, in terms of Regulation 85 of the Regulations, is 6th February 2013.

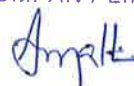
3. Approval of the final Preliminary Placement Document:

RESOLVED THAT pursuant to the powers conferred on the QIP Committee, (“Committee”), by the Board of directors of the Company, (“Board”) in connection with the proposed placement of securities to Qualified Institutional Buyers pursuant to the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, (“Offering”), as approved by the Board pursuant to a resolution passed at their meeting held on 27th December 2012 and as approved by the shareholders of the Company pursuant to a resolution dated 4th February 2013, under Section 81(1A) of the Companies Act, 1956, the draft of the final preliminary placement document dated February 6, 2013, in connection with the Offering, incorporating the Floor Price disclosure, (“Preliminary Placement Document”) as well as the Relevant Date, is hereby approved and adopted by the Committee and the filing with National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) and upload thereof on the NSE and BSE websites besides the Company website is also hereby authorized.

RESOLVED FURTHER THAT Mr. Vellayan Subbiah, Managing Director, Mr. Arul Selvan, Sr. Vice President and Chief Financial Officer and Ms. P Sujatha, Company Secretary be and are hereby severally authorized to carry out and execute any corrections, modifications, amendments, addendums or other supplemental documents and deeds to the Preliminary Placement Document and other Offering Documents and to do all such acts, deeds and things, as may be required to give effect to the above resolutions, including but not limited to intimating the above to the relevant stock exchanges and filing of applications for seeking listing and trading permissions in respect of Equity Shares issued to the Qualified Institutional Buyers and making other statutory and/or regulatory filings, if any.

CERTIFIED TRUE COPY.

For CHOLAMANDALAM INVESTMENT
AND FINANCE COMPANY LIMITED



P. SUJATHA
Company Secretary



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